

**Nicole Energy Marketing of Illinois, Inc.
ARES Certification/Application
Attachment A1
(Articles of Incorporation)**



State of Illinois

Office of The Secretary of State

Whereas, ARTICLES OF INCORPORATION OF
NICOLE ENERGY MARKETING OF ILLINOIS, INC.
INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN -
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 19TH day of APRIL A.D. 1999 and of the Independence of the United States the two hundred and 23RD .



Jesse White

Secretary of State

Box 314

209451-0 (Am)

EXHIBIT A
TO
ARTICLES OF INCORPORATION
OF
NICOLE ENERGY MARKETING OF ILLINOIS, INC.

(a) No shareholder shall have cumulative voting rights in elections for directors.

(b) Each of the following matters when submitted to shareholder vote pursuant to the requirements of the Business Corporation Act of 1983, as amended from time to time, or any successor statute, shall require for its adoption, approval or authorization, as the case may be, the affirmative vote of the holders of at least a majority of the total outstanding shares entitled to vote on the matter and, if applicable, the affirmative vote of the holders of at least a majority of the outstanding shares of each class or series of shares entitled to vote as a class on the matter:

- (i) a proposed amendment to these Articles of Incorporation;
- (ii) a plan of merger, consolidation or exchange;
- (iii) a sale, lease, exchange, or other disposition of all, or substantially all of, the property and assets, with or without the good will of the corporation, if not made in the usual and regular course of business, and the determination of, or authorization of the board of directors to determine, any or all of the terms and conditions thereof and the consideration to be received by the corporation therefor;
- (iv) a resolution to voluntarily dissolve the corporation.

(c) No director of the corporation shall be liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability: (i) for any breach of the director's duty of loyalty to the corporation or its shareholders; (ii) for acts and omissions not in good faith or that involve intentional misconduct or a knowing violation of law; (iii) under Section 8.65 of the Business Corporation Act of the State of Illinois or any successor provision; or (iv) for any transaction from which the director derived an improper personal benefit. Any repeal or modification of this Paragraph (c) shall not adversely affect any right or protection of a director of the corporation existing under these articles of incorporation with respect to any act or omission occurring prior to such repeal or modification.

Form **BCA-2.10** | **ARTICLES OF INCORPORATION**

(Rev. Jan. 1999)

Jesse White
Secretary of State
Department of Business Services
Springfield, IL 62756
<http://www.sos.state.il.us>

Payment must be made by certified check, cashier's check, Illinois attorney's check, Illinois C.P.A.'s check or money order, payable to "Secretary of State."

This space for use by Secretary of State

FILED

APR 19 1999

JESSE WHITE
SECRETARY OF STATE**SUBMIT IN DUPLICATE!**This space for use by
Secretary of State

Date 4.19.99
Franchise Tax \$ 25.00
Filing Fee \$ 75.00
Approved: [Signature] 100.00

1. CORPORATE NAME: Nicole Energy Marketing of Illinois, Inc.

(The corporate name must contain the word "corporation", "company", "incorporated," "limited" or an abbreviation thereof.)

Initial Registered Agent:	Andrew	P.	Scott
	First Name	Middle Initial	Last name
Initial Registered Office:	10	S. Wacker Dr.	4000
	Number	Street	Suite #
	Chicago	IL Cook	60606
	City	County	Zip Code

3. Purpose or purposes for which the corporation is organized:
(If not sufficient space to cover this point, add one or more sheets of this size.)
To engage in any lawful act or activities for which corporations may be organized under the Illinois Business Corporation Act.

4. Paragraph 1: Authorized Shares, Issued Shares and Consideration Received:

Class	Par Value per Share	Number of Shares Authorized	Number of Shares Proposed to be Issued	Consideration to be Received Therefor
Common	\$ 1.00	1,000	500	\$ 500

TOTAL = \$ 500

Paragraph 2: The preferences, qualifications, limitations, restrictions and special or relative rights in respect of the shares of each class are:

(If not sufficient space to cover this point, add one or more sheets of this size.)

N/A

EXPEDITED

APR 19 1999

(over)

SECRETARY OF STATE

5. **OPTIONAL:** (a) Number of directors constituting the initial board of directors of the corporation: N/A
(b) Names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualify:
- | Name | Residential Address | City, State, ZIP |
|------|---------------------|------------------|
| | | |
| | | |
| | | |

6. **OPTIONAL:** (a) It is estimated that the value of all property to be owned by the corporation for the following year wherever located will be: \$ N/A
(b) It is estimated that the value of the property to be located within the State of Illinois during the following year will be: \$ N/A
(c) It is estimated that the gross amount of business that will be transacted by the corporation during the following year will be: \$ N/A
(d) It is estimated that the gross amount of business that will be transacted from places of business in the State of Illinois during the following year will be: \$ N/A


7. **OPTIONAL: OTHER PROVISIONS** SEE EXHIBIT "A" ATTACHED HERETO

Attach a separate sheet of this size for any other provision to be included in the Articles of Incorporation, e.g., authorizing preemptive rights, denying cumulative voting, regulating internal affairs, voting majority requirements, fixing a duration other than perpetual, etc.

8. **NAME(S) & ADDRESS(ES) OF INCORPORATOR(S)**

The undersigned incorporator(s) hereby declare(s), under penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true.

Dated April 16, 1999
(Month & Day) Year

	Signature and Name
1.	 _____ Andrew P. Scott (Type or Print Name)
2.	_____ Signature (Type or Print Name)
3.	_____ Signature (Type or Print Name)

	Address
1.	10 S. Wacker Dr. Suite 4000 _____ Street Chicago IL 60606 _____ City/Town State ZIP Code
2.	_____ Street _____ City/Town State ZIP Code
3.	_____ Street _____ City/Town State ZIP Code

(Signatures must be in **BLACK INK** on original document. Carbon copy, photocopy or rubber stamp signatures may only be used on conformed copies.)

NOTE: If a corporation acts as incorporator, the name of the corporation and the state of incorporation shall be shown and the execution shall be by its president or vice president and verified by him, and attested by its secretary or assistant secretary.

FEE SCHEDULE

- The initial franchise tax is assessed at the rate of 15/100 of 1 percent (\$1.50 per \$1,000) on the paid-in capital represented in this state, with a minimum of \$25.
- The filing fee is \$75.
- The minimum total due (franchise tax + filing fee) is \$100.
(Applies when the Consideration to be Received as set forth in Item 4 does not exceed \$16,667)
- The Department of Business Services in Springfield will provide assistance in calculating the total fees if necessary.

Illinois Secretary of State Springfield, IL 62756
Department of Business Services Telephone (217) 782-9522 or 782-9523